

DRAFT: 6/20/12

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**AFFIRMATION OF CLAIMANT Martin S Patterson, IN OPPOSITION TO
DEBTORS' 313th OMNIBUS OBJECTION (TO RECLASSIFY PROOFS OF
CLAIM AS EQUITY INTERESTS) DATED JUNE 4, 2012**

Martin S Patterson affirms under penalties of perjury as follows:

1. I was employed by Lehman Brothers from February 1992 through October 2008. Lehman Brothers terminated my employment in October 2008 through transfer to Nomura
2. Upon the termination of my employment, Lehman Brothers did nothing to dissuade me of the understanding that I had done anything that compromised my entitlement under the CSA Agreement
3. Pursuant to the CSA Agreements, I recognized that I was contractually obligated to avoid engaging in any "Detrimental Activity" and that I had other ongoing contract obligations under these Agreements.
4. After the termination of my employment, I continued to perform all of those contractual obligations.
5. Attached hereto as Exhibit 1 is the original Proof of Claim that I filed in connection with my contract rights under the CSA Agreements. This initial Claim was assigned Claim No16289 .

6. The practice followed each year by Lehman Brothers was to provide a form stating the bonus to which I was entitled for the year, and describing the portion of the bonus that was to be reserved by Lehman Brothers pursuant to the CSA Agreement for that year.

7. I never paid tax on the portion of any bonus reserved under the CSA Agreements. For prior years, not at issue here, after my interests vested and I was permitted to draw down on my CSA account, Lehman Brothers would retain a portion in cash to pay the federal withholding tax, and then would use the balance to provide me with Lehman Brothers shares. The entire amount of the bonus was treated as ordinary income to me and was taxed at ordinary income rates. My understanding is that Lehman Brothers was entitled to a business expense deduction for the amount of this portion of the bonus, but only at the time that it was actually paid.

8. The economic substance of the CSA Agreements to me was that a portion of the bonus that had been declared for me was held back, and would be paid to me only after passage of five years, during which I was subject to ongoing contractual obligations. At no time did Lehman suggest that I had ever failed to perform any of these contractual obligations, the breach of which could result in rescission of my bonus. However, under the terms of the CSA Agreements, Lehman Brothers was not required to pay me anything from this reserved bonus, and in fact Lehman Brothers did not pay me anything, until five years after we entered into that CSA Agreement.

9. Stock options issued to me by Lehman Brothers did not work in this way. Upon the grant, I received a security in the form of the stock option. The option provided me with the right to buy LBH shares at a fixed price, the exercise price. While a period of time passed before the option vested, upon vesting I could exercise the option by paying the exercise price, and I would receive LBH shares. No comparable security was issued to me under the CSA Agreement.

10. I did not pay tax on the option when issued. Upon exercise of the option I understand I would have been axed on the difference between the current market price of the LBH shares at the time of exercise and the exercise price.


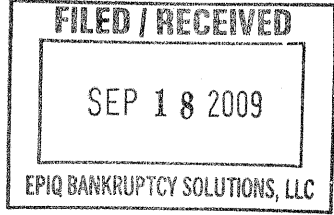
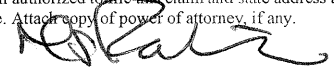


Martin S Patterson

Affirmed under penalties of perjury
on this 6th day of July, 2012



CAROLINE THOMSON
SOLICITOR

United States Bankruptcy Court/Southern District of New York Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		PROOF OF CLAIM	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000016289	
Name of Debtor Against Which Claim is Held	Case No. of Debtor		
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)		THIS SPACE IS FOR COURT USE ONLY	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) MARTIN PATTERSON FOREST LODGE, NEW LODGE CHASE LITTLE BADDOW, ESSEX UK CM3 4AZ Telephone number: 144(0)7730 493410 Email Address: martinpatterson@gmail.com		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	
Name and address where payment should be sent (if different from above) As above. Telephone number: _____ Email Address: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ 447,051.435,321 Equity / Deferred Comp. If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete Item 6. <input type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* *IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO http://www.lehman-claims.com AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on http://www.lehman-claims.com if claim is a based on a Derivative Contract or Guarantee.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input checked="" type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ 10,950.	
2. Basis for Claim: EMPLOYEE RELATED CLAIM (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 on reverse side.)			
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		FOR COURT USE ONLY 	
Date: 9/17/09	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. 		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

Martin Patterson

A. Equity Award Grant Values

Date of Grant	Description	Grant Price	Number (incl Dividends)	US \$ Value
12/10/2003	2003 SVP Principal	35.695	718.04	25,630.44
12/10/2003	2003 SVP Discount	35.695	239.37	8,544.31
12/09/2004	2004 SVP Principal	42.900	1,027.55	44,081.90
12/09/2004	2004 SVP Discount	42.900	342.30	14,684.67
11/30/2005	2005 SVP Principal	63.000	694.20	43,734.60
11/30/2005	2005 SVP Discount	63.000	231.27	14,570.01
12/08/2006	2006 SVP Principal	77.030	835.82	64,383.21
12/08/2006	2006 SVP Discount	77.030	278.66	21,465.18
12/07/2007	2007 SVP Principal	63.470	1,080.67	68,590.12
12/07/2007	2007 SVP Discount	63.470	360.20	22,861.89
	2008 July CSA	20.960	649.34	13,610.17
			6,457.42	342,156.50

B. Stock Options

Date of Grant	Description	Grant Price	Number	US \$ Value
12/03/2001	SVP Options	31.700	436.00	13,821.20
12/11/2002	SVP Options	27.210	1,112.00	30,257.52
12/10/2003	SVP Options	35.695	778.00	27,770.71
			2,326.00	71,849.43

C. Partnership Account at 12/31/2007

21,315.00

TOTAL CLAIM (A+B+C)

435,320.93

ALL TERMS REMAIN SUBJECT TO THE RULING OF THE U.S. BANKRUPTCY COURT***

LEHMAN BROTHERS

Executive Compensation Summary

Martin S Patterson

Employee ID: 10002662

AWARD UNITS*

Grant Date	Plan Description	Units Granted	Dividend Equivalents	Units Vested**	Units Unvested	Units Outstanding	Units Forfeited	Units Not Forfeited
December 10, 2003	2003 SVP Principal	681.66	36.38	718.04	0.00	718.04	0.00	718.04
December 10, 2003	2003 SVP Discount	227.22	12.15	0.00	239.37	239.37	0.00	239.37
December 09, 2004	2004 SVP Principal	983.38	44.17	1,027.55	0.00	1,027.55	0.00	1,027.55
December 09, 2004	2004 SVP Discount	327.80	14.50	0.00	342.30	342.30	0.00	342.30
November 30, 2005	2005 SVP Principal	669.64	24.56	694.20	0.00	694.20	0.00	694.20
November 30, 2005	2005 SVP Discount	223.22	8.15	0.00	231.37	231.37	0.00	231.37
December 08, 2006	2006 SVP Principal	811.80	24.02	0.00	835.82	835.82	0.00	835.82
December 08, 2006	2006 SVP Discount	270.61	8.05	0.00	278.66	278.66	0.00	278.66
December 07, 2007	2007 SVP Principal	1,058.86	21.81	0.00	1,080.67	1,080.67	0.00	1,080.67
December 07, 2007	2007 SVP Discount	352.95	7.25	0.00	360.20	360.20	0.00	360.20
July 01, 2008	July 2008 CSA	641.24	8.10	0.00	649.34	649.34	0.00	649.34
						6,457.52	0.00	6,457.52

STOCK OPTIONS

Grant Date	Description	Exercise Price	Options Granted	Options Outstanding	Options Exercisable	Current Expiration Date	Options Cancelled	Options Not Cancelled
December 03, 2001	December 2001 SVP Options	\$31.7000	436	436	436	November 29, 2011	0	436
December 11, 2002	2002 SVP Options	\$27.2100	1,112	1,112	1,112	November 29, 2012	0	1,112
December 10, 2003	2003 SVP Options	\$35.6950	778	778	584 2,132	November 29, 2013	0	778
				2,326	2,132		0	2,326

*Award Units are those equity-based awards other than stock options, i.e. Restricted Stock Units, Conditional Equity Awards or Contingent Stock Awards, as applicable.
**Units Vested refers to that portion of the award that has become vested and/or subject to limited conditions, as determined under the applicable plan documents.

***AS A RESULT OF LEHMAN BROTHERS HOLDINGS INC.'S BANKRUPTCY FILING, THE TREATMENT OF ALL OUTSTANDING EQUITY AWARDS REMAIN SUBJECT TO SUCH PROCEEDING IN THE U.S. BANKRUPTCY COURT.

Data as of September 12, 2008

Prepared on September 16, 2009

Patterson, Martin

From: PECapPartners
Sent: 17 June 2008 21:31
Subject: Partnership Account (Pre-Tax) Update
Attachments: PA pre-tax 2008.pdf

LEHMAN BROTHERS

MICHAEL J. ODRICH
MANAGING DIRECTOR
HEAD OF PRIVATE EQUITY

June 17, 2008

Dear Partner,

We are pleased to update you on the current status of the Lehman Brothers Partnership Account, which is invested together and in parallel with related vehicles (together, the "Partnership Account" or the "Fund"). In June 2000, the Firm awarded opportunities to participate in the Fund with notional Firm-provided leverage to employees through the Vice President level. As of July 2003, you became fully vested and entitled to receive payments from the Fund to the extent they become available, regardless of your employment status with the Firm.

Partnership Account Performance and Overview

As of December 31, 2007, the Fund invested \$458 million and has now committed all of its capital. The Fund has allocated its investments among the Lehman Brothers Private Equity asset classes in the following approximate ratios: 66% to Merchant Banking, Venture Capital, Real Estate and Fixed Income; 23% to Private Fund Investments; and 11% to the Fund of Hedge Funds.

As of December 31, 2007, the gross IRR for the Partnership Account was 20%, which represents an implied multiple of notional equity of 7.6x. Gross IRR represents the pre-tax, compounded annual internal rate of return based on estimated values of investments and gross cash flows into and out of investments.

In October 2007, a distribution of \$2,169 per unit was made to each investor, which represents 318% of the notional equity invested in the fund. We continue to monitor the cash balance in the fund and will apprise you prior to making additional distributions.

Example of Partnership Account Returns

The chart on the following page illustrates the Fund's return mechanics valuing the investments as of December 31, 2007. This example assumes the award of \$10,000 from the Firm to an employee, of which \$7,500 (base award of \$682 and notional leverage of \$6,818) was actually invested. As of December 31, 2007, the value of the employee's investment net of the distribution would be approximately \$3,045. The total value of the investment including the \$2,169 distribution represents a 7.6x multiple of invested capital. As this is only a hypothetical example, the actual amounts you receive may differ.

Valuation Analysis as of December 31, 2007	
Per 10K investor	
Base Award Amount Invested as of 12/31/07	\$ 682
Leverage provided as of 12/31/07	6,818
Total Investment	<u>\$ 7,500</u>
Value as of 12/31/07	\$ 12,940
Less GP carry	(544)
Less Distribution	(2,169)
Less Int on Leverage	(364)
Less Leverage	(6,818)
Net Value @ 12/31/07	<u>\$ 3,045</u>
Gross IRR	20%
Implied Multiple of Invested Capital	7.65

Note: as of 12/31/07, there is no remaining leverage outstanding.

* The attached is per \$10k award
- I was awarded \$70,000 hence the x7 multiplication factor.

$\times 7^* = \underline{\underline{\$21,315}}$

Past performance is not indicative of future results, and there can be no assurance that the Fund will continue to achieve comparable results to those set forth herein. Calculation methodology is explained further below, and this data is indicative of the performance of the Fund. The total value displayed on the above chart includes all distributions received and the current value of unrealized investments. The actual realized values of unrealized investments may differ materially from their current carrying values which are used for calculating total value. Actual values of currently unrealized investments cannot be determined until the occurrence of liquidity events and the repayment of all leverage and associated interest costs. Actual realized values of currently unrealized investments will depend on, among other factors, future operating results, market conditions at the time of disposition, legal and contractual restrictions on transfer that may limit liquidity, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the current unrealized values are based.

Below, we offer performance data by asset class as of December 31, 2007, for investments made thus far. Unrealized publicly-traded investments are valued based on closing market prices on December 31, 2007. The methodology of calculating unrealized privately-held investments differs among asset classes and is detailed below. Please refer to the investment update attached to this letter for more detail on investment allocations and performance by asset class.

Merchant Banking

The Partnership Account's only Merchant Banking investment was Consort Resources for \$9.2 million. Consort was realized on a gross basis at 117% of the invested amount following its acquisition by Caledonia Oil and Gas Limited in October 2003. The \$10.8 million of proceeds from this investment was used to repay interest and leverage.

Venture Capital

The Partnership Account invested a total of \$176 million in venture capital investments, which comprise several sector and geographical sub-categories. Unrealized venture capital investments are generally valued at cost; although several of the investments have been marked up or down to reflect market changes. As of December 31, 2007, the blended total value of all venture capital investments,

including the distribution, was 116% of invested capital.

Real Estate

The Partnership Account is a significant investor in Lehman Brothers Real Estate Partners I, with a total of \$108 million invested in real estate as of December 31, 2007. To date, investments have been realized for \$301 million of value. Unrealized real estate investments are reflected at their fair values which are determined through discounted cash flow analyses. As of December 31, 2007, the total value of realized and unrealized real estate investments, including the distribution, was 279% of invested capital.

Private Fund Investments

The Partnership Account invested \$105 million in funds that are managed by top third party private equity fund managers. The Partnership Account has received \$137 million in proceeds from these investments. Private fund investments are reflected at net asset value of the underlying funds as reported in their most recent financial statements. As of December 31, 2007, the total value of assets in private funds, including the distribution, was 192% of invested capital.

Fixed Income-Related

The Partnership Account invested in the "equity" component of two CDOs for a total of \$9 million. Unrealized CDO investments are valued based on accrued and paid cash interest, sales proceeds and principal repayments assuming a terminal value determined by the market. As of December 31, 2007, the total value of fixed income investments, including the distribution, was 109% of the Fund's investment cost.

Fund of Hedge Funds

In December 2004, the Partnership Account realized its entire \$50 million investment in Lehman Brothers Fund of Hedge Funds for \$59 million, representing 117% of invested capital. The Fund of Hedge Funds was divided between a long/short fund and a diversified arbitrage fund.

Firm-Provided Notional Leverage

When the Partnership Account was established, Lehman Brothers provided employees through the Vice President level with an award based on a base amount and notional 10x leverage. For example, an original Partnership Account award of \$10,000 consisted of a base component of \$909 and notional leverage of \$9,091. However, due to the available investment opportunities, the actual amount invested was \$7,500 per \$10,000 unit with a base of \$682 and notional leverage of \$6,818.

All currently outstanding Fund notional leverage and associated interest costs have been repaid. As Lehman Brothers awarded you the opportunity to participate in the Fund, all distributions you receive under the Fund, if any, will be treated as ordinary income to you for tax purposes.

We are pleased with the performance of the Fund to date. We will continue to manage this portfolio aggressively to maximize value and returns to our investors. We will keep you periodically updated on the Partnership Account. In the meantime, please do not hesitate to call Private Equity Investor Relations at (212) 526-9970 with questions regarding your investment.

Sincerely,



Michael J. Odrich

17/09/2009



www.citysprint.co.uk

Telephone: +44(0)20 78801121

Airway Bill



ACCT. NO. ▶ C12904	NO.OF PIECES ▶ 1	WEIGHT ▶ 1.0kg	VALUE FOR CUSTOMS PURPOSE ▶ 0.00 GBP	HAWB NO. ▶ 2492517
SHIPPER ▶ LEHMAN BROS 25 BANK STREET TOWN ▶ LONDON COUNTRY ▶ UNITED KINGDOM		YOUR REFERENCE ▶ 90914 POSTCODE ▶ E14 5LE	RECEIVER ▶ EPIQ BANKRUPTCY SOLUTIONS LEHMAN BROTHERS HOLDINGS CLAIM 757 THIRD AVENUE 3RD FLOOR TOWN ▶ NEW YORK COUNTRY ▶ UNITED STATES POSTCODE ▶ 10017	
SHIPPER'S TELEPHONE ▶		RECEIVER'S CONTACT NO. ▶ 02071025374		RECEIVER'S VAT NO. ▶ GB 6
FULL DESCRIPTION OF GOODS ▶ DOCUMENTS				
DELIVERY SCHEDULE ▶ by 19:00 on 18/09/09				
SHIPPER'S SIGNATURE ▶				
RECEIVER'S SIGNATURE ▶				
DATE 17/09/2009				
TIME 5:33PM				



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Airway Bill



ACCT. NO. ▶ C12904	NO.OF PIECES ▶ 1	WEIGHT ▶ 1.0kg	VALUE FOR CUSTOMS PURPOSE ▶ 0.00 GBP	HAWB NO. ▶ 2492517
SHIPPER ▶ LEHMAN BROS 25 BANK STREET TOWN ▶ LONDON COUNTRY ▶ UNITED KINGDOM		YOUR REFERENCE ▶ 90914 POSTCODE ▶ E14 5LE	RECEIVER ▶ EPIQ BANKRUPTCY SOLUTIONS LEHMAN BROTHERS HOLDINGS CLAIM 757 THIRD AVENUE 3RD FLOOR TOWN ▶ NEW YORK COUNTRY ▶ UNITED STATES POSTCODE ▶ 10017	
SHIPPER'S TELEPHONE ▶		RECEIVER'S CONTACT NO. ▶ 02071025374		RECEIVER'S VAT NO. ▶ GB 6
FULL DESCRIPTION OF GOODS ▶ DOCUMENTS				
DELIVERY SCHEDULE ▶ by 19:00 on 18/09/09				
SHIPPER'S SIGNATURE ▶				
RECEIVER'S SIGNATURE ▶				
DATE 17/09/2009				
TIME null				